

RECORDATION NO. 21929-E FILED

FEB 27 '04

2-30 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

February 27, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of February 26, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Schedules 002 and 003 previously filed with the Board under Recordation Number 21929.

The names and addresses of the parties to the enclosed document are:

Assignor: Fleet Capital Corporation  
One Financial Plaza, 5<sup>th</sup> Floor  
Providence, RI 02903

Assignee: PNC Leasing, LLC  
620 Liberty Avenue  
13<sup>th</sup> Floor  
Pittsburgh, PA 15222

A description of the railroad equipment covered by the enclosed document is:

Lease Schedules 002 --  
101 Railcars PPTX 3325 – PPTX 3425

Lease Schedules 003--  
137 Railcars PPAX 006101 – PPAX 106237

Mr. Vernon A. Williams  
February 27, 2004  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 21929-E FILED

FEB 27 '04

2-30 PM

MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT, dated as of this 26 day of February, 2004, is made by Fleet Capital Corporation, a Rhode Island corporation with an address of One Financial Plaza, Providence, RI 02903 ("Assignor") and PNC Leasing, LLC, a Delaware limited liability company, with an address of Two PNC Plaza, 13<sup>th</sup> Floor, 620 Liberty Avenue, Pittsburgh, PA 15222 ("Assignee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee entered into that certain Assignment and Specification of Assigned Lease Schedule (the "Assignment") dated as of the date hereof;

WHEREAS, under the Assignment, Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations and interest in, to and under those two (2) certain lease schedules known as (i) Lease Schedule 32828-00002 dated as of August 30, 1999 ("Schedule 002") to that certain Master Equipment Lease Agreement dated as of December 30, 1998 between Fleet Capital Corporation, Lessor and PCS Sales (USA), Inc., Lessee, as amended by that certain Amendment to Master Equipment Lease Agreement, dated as of May 19, 1999 (the "Lease"), such Schedule 002 relating to 101 Molten Sulfur Railcars as more completely described on Schedule A attached hereto and made a part hereof; and (ii) Lease Schedule No. 32828-00003 dated as of August 30, 1999 ("Schedule 003") relating to 137 Phosphoric Acid Railcars as more completely described on Schedule A attached hereto and made a part hereof as described in the following: Memorandum of Master Equipment Lease Agreement dated as of May 19, 1999 filed with the Surface Transportation Board on May 28, 1999 and assigned Recordation No. 21929-A; Memorandum of Master Equipment Lease Agreement dated as of June 23, 1999 filed with the Surface Transportation Board on July 1, 1999 and assigned Recordation No. 21929-B; Memorandum of Master Equipment Lease Agreement dated as of August 30, 1999 filed with the Surface Transportation Board on September 1, 1999 and assigned Recordation No. 21929-C; and Memorandum of Master Equipment Lease Agreement dated as of July 30, 1999 filed with the Surface Transportation Board on September 7, 1999 and assigned Recordation No. 21929-D;

WHEREAS; Assignor and Assignee desire to show for the public record the existence of the aforesaid Assignment and their respective interests therein and accordingly, Assignor and Assignee have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all present and future right, title and interest in, to and under Lease Schedule 002 and Lease Schedule 003 and the Equipment subject thereto, as described on Schedule A hereto, and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment.

The terms and provisions of the Assignment, Lease Schedule 002 and Lease Schedule 003 are more particularly set forth in the Assignment, Lease Schedule 002 and Lease Schedule 003 referenced above.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether any one Memorandum of Assignment.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:

FLEET CAPITAL CORPORATION

By: Annemarie L. Warren

Name: **Annemarie L. Warren**

Title: **Vice President**

Assignee:

PNC LEASING, LLC

By: \_\_\_\_\_

Name: Michael H. Ollio

Title: Vice President

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment to be executed as of the day and year first above written.

Assignor:

FLEET CAPITAL CORPORATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Assignee:

PNC LEASING, LLC

By: Michael H. Ollio

Name: Michael H. Ollio

Title: Vice President

STATE OF MASSACHUSETTS )  
 ) ss.  
County of SUFFOLK )

On this 26<sup>th</sup> day of February, 2004, before me appeared Annamarie L. Warren, the person who signed this instrument, who acknowledged that (s)he is the Vice President of FLEET CAPITAL CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[SEAL]

Julie T. Mitchell  
Notary Public

My commission expires:

June 14, 2010

Commonwealth of Pennsylvania )  
 ) ss.  
COUNTY OF ALLEGHENY )

On this \_\_\_\_ day of February, 2004, before me appeared Michael H. Ollio, the person who signed this instrument, who acknowledged that he is a Vice President of PNC Leasing, LLC, and that, being duly authorized, he signed such instrument as a free act on behalf of such company.

[SEAL]

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_

STATE OF MASSACHUSETTS )  
 ) ss.  
County of SUFFOLK )

On this \_\_\_\_ day of February, 2004, before me appeared Annamarie L. Warren, the person who signed this instrument, who acknowledged that (s)he is the Vice President of FLEET CAPITAL CORPORATION and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[SEAL]

\_\_\_\_\_  
Notary Public

My commission expires:  
\_\_\_\_\_

Commonwealth of Pennsylvania )  
 ) ss.  
COUNTY OF ALLEGHENY )

On this 26 day of February, 2004, before me appeared Michael H. Ollio, the person who signed this instrument, who acknowledged that he is a Vice President of PNC Leasing, LLC, and that, being duly authorized, he signed such instrument as a free act on behalf of such company.

[SEAL]

Theresa R. Mayton  
Notary Public

My commission expires:  
February 9, 2008

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Theresa R. Mayton, Notary Public  
City Of Pittsburgh, Allegheny County  
My Commission Expires Feb. 9, 2008  
Member, Pennsylvania Association Of Notaries



SCHEDULE A

Equipment Description – Lease Schedule No. 32828-0002

101 Molten Sulfur Railcars manufactured by Trinity Industries, Inc. with Reporting Marks/Running Number: PPTX 3325 through PPTX 3425.

Equipment Description – Lease Schedule No. 32828-0003

137 Phosphoric Acid Railcars manufactured by Trinity Industries, Inc. with Reporting Marks/Running Numbers PPAX006101 through PPAX006237